

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN

THE WEATHER UNDERGROUND, INC.,
a Michigan corporation,

Plaintiff,

vs.

Case No. 2:09-CV-10756
Hon. Marianne O. Battani

NAVIGATION CATALYST SYSTEMS, INC.,
a Delaware corporation; CONNEXUS CORP.,
a Delaware corporation; FIRSTLOOK, INC.,
a Delaware corporation; and EPIC MEDIA
GROUP, INC., a Delaware corporation,

Defendants.

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**DECLARATION OF DAVID GRAFF IN SUPPORT OF
EPIC MEDIA'S MOTION FOR SUMMARY JUDGMENT**

I, David Graff, declare as follows:

1. I am over the age of eighteen and am the General Counsel of The Epic Media Group, Inc. (“Epic Media”), defendant in this matter. In my role as General Counsel, I am familiar with the acquisition of Connexus Corporation and its subsidiaries (collectively “Connexus” unless otherwise indicated) and the overall legal structure and management of Epic Media and its subsidiaries.

2. In addition, I was designated as the 30(b)(6) designee for Epic Media on the following topics requested by Plaintiff: (i) the agreement between Epic Media and Connexus; (ii) the acquisition of Connexus; (iii) the creation and operation of Emerald Acquisition Group One (“Emerald”); and (iv) the governance structure of Epic Media and its subsidiaries. To prepare for that deposition, I reviewed various company documents that pertain to these topics and consulted with other corporate officers to educate myself as much as possible. I appeared for deposition on June 24, 2011.

3. Based on the foregoing, I have personal knowledge of the facts stated herein except where stated on information and belief, and, as to those matters, I believe them to be true.

4. Azoogole.com, Inc. (“Azoogole.com”) created Emerald on March 17, 2010 as a wholly-owned subsidiary for the specific purpose of acquiring Connexus Corporation through a reverse triangular merger. Attached as Exhibit A is a true and correct copy of Emerald’s certificate of incorporation filed with the state of Delaware.

5. Emerald was merged into Connexus on May 4, 2010, with the separate existence of Emerald ceasing and Connexus remaining as the surviving entity and wholly-owned

subsidiary of Epic Media. Attached as Exhibit B are true and correct copies of relevant excerpts of the Merger Agreement.

6. As a result of the merger between Emerald and Connexus, the outstanding capital shares of Emerald were converted into a capital share of Connexus. Then, the capital shares of Connexus stock outstanding immediately before the effective time of the transaction with Emerald were converted into capital shares of Epic Media.

7. Prior to the acquisition described, above, Azoogole.com, a Delaware corporation with its principal place of business at 512 Seventh Avenue, New York, New York, was doing business as Epic Advertising.

8. Immediately prior to the acquisition, Azoogole.com had three subsidiaries: AzoogoleAds, U.S., Inc., Epic Advertising Limited, and Online Intelligence, LLC (collectively the "Epic-Side Subsidiaries").

9. After acquiring Connexus as a fourth subsidiary, Azoogole.com changed its name to The Epic Media Group, Inc., the defendant in this case.

10. The operating expenses for Epic Media and the Epic-Side Subsidiaries are paid out of bank accounts at RBC Bank which were owned by Azoogole.com.

11. The payroll for Epic Media and the Epic-Side Subsidiaries is processed by ADP and paid under the Employer Identification Number ("EIN") used by Azoogole.com prior to the acquisition. Attached as an example is Exhibit C, a true and correct copy of the ADP Statement of Deposits and Filings for AzoogoleAds U.S., Inc., showing a Federal ID 20-3650814.

12. The Epic-Side Subsidiaries have their own (consolidated) general ledger in the company's Oracle financial system.

13. Revenue and expenses associated with contracts for Epic Media and the Epic-Side Subsidiaries are recorded in their general ledger.

14. Epic Media and the Epic-Side Subsidiaries have their own set of assets (e.g., furniture, computer equipment, etc.).

15. As a general matter, the Epic-Side Subsidiaries continue to engage in the same business in which they were engaged prior to the acquisition, and they are run by individuals that had been employees of Azoogles.com prior to the acquisition. AzooglesAds is an advertising network that is overseen by Donald Mathis. Epic Advertising Limited is also an advertising network based in the United Kingdom run by Adam Alter. Online Intelligence is a fraud and detection service that is run by EJ Hilbert.

16. Prior to its acquisition, Connexus Corporation, a Delaware corporation, had its principle place of business in El Segundo, California with an ancillary office for members of Firstlook at 335 Madison Ave., Suite 840, New York, New York.

17. At the time of the acquisition, Connexus had three subsidiaries: Firstlook, Traffic Marketplace, and Netblue Vietnam Ltd. (the "Connexus-Side Subsidiaries").

18. Following the acquisition, Connexus is an active corporation, in good standing, which continues to have the same subsidiaries. Attached as Exhibit D is a true and correct copy of the Certificate of Good Standing for Connexus Corporation. Attached as Exhibit E is a true and correct copy of the Certificate of Good Standing for Firstlook, Inc.

19. Some Connexus employees were laid off as the legal and financial departments of the two companies were integrated, and redundancy was eliminated.

20. The operating expenses of Connexus and the Connexus-Side Subsidiaries are paid out of its bank accounts at Wells Fargo which accounts belonged to Connexus and its subsidiaries prior to the acquisition.

21. Connexus has maintained its own employees and its payroll is processed by ADP and paid under Connexus's original EIN. Attached as an example is Exhibit F, a true and correct copy of the ADP Statement of Deposits and Filings for Connexus Corporation showing a Federal ID 95-4763332.

22. Connexus and its subsidiaries maintain their own (consolidated) general ledger in the Oracle financial system. Attached as Exhibit G is a schematic layout of how the separate ledgers are organized within Oracle.

23. The Connexus-Side Subsidiaries continue to generate revenue. Attached as Exhibit H are the Income Statements for the Connexus-Side Subsidiaries for January through April of 2011.

24. Revenue and expenses associated with contracts for Connexus are recorded in Connexus's general ledger.

25. Connexus and the Connexus-Side Subsidiaries have their own set of assets (e.g., furniture, computer equipment, etc.).

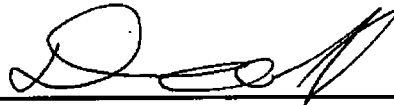
26. Connexus's assets have not been transferred or sold to Epic Media or any other entity since the acquisition.

27. The Connexus-Side Subsidiaries continue to engage in the same business in which they were engaged prior to the acquisition, and they are operated by individuals who were employees of Connexus prior to the acquisition. Firstlook continues to be a domain name

monetization platform that is overseen by Seth Jacoby who ran the business prior to the acquisition. Traffic Marketplace is a web-based, display advertising network that is overseen by Chris Pirrone, who was the Connexus General Counsel prior to the acquisition. Netblue Vietnam is a foreign based technology support business that is run by Frank Nguyen who ran the company prior to the acquisition.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 13th day of July 2011 at New York, NY.



David Graff

CERTIFICATE OF SERVICE

I hereby certify that on July 15, 2011, I electronically filed the foregoing paper with the Court using the ECF system which will send notification of such filing to the following:

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